

MONTHLY FINANCIAL REPORT FOR CORPORATE OR PARTNERSHIP DEBTOR

Case No. 13-19746-KAO Report Month/Year November, 2013
Debtor CLI HOLDINGS, INC. dba ALYDIAN

INSTRUCTIONS: The debtor's monthly financial report shall include a cover sheet signed by the debtor and all UST forms and supporting documents. Exceptions, if allowed, are noted in the checklist below. Failure to comply with the reporting requirements of Local Bankruptcy Rule 2015-2(a), or the United States Trustee's reporting requirements, is cause for conversion or dismissal of the case.

The debtor has provided the following with this monthly financial report:		Yes	No
UST-12	Comparative Balance Sheet, <u>or</u> debtor's balance sheet. The debtor's balance sheet, if used, <u>shall include a breakdown of pre- and post-petition liabilities</u> . The breakdown may be provided as a separate attachment to the debtor's balance sheet.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-13	Comparative Income Statement, <u>or</u> debtor's income statement.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-14	Summary of Deposits and Disbursements	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-14 Continuation Sheets	Statement(s) of Cash Receipts and Disbursements A Continuation Sheet shall be completed for each bank account or other source of debtor funds and shall include a monthly bank statement and all supporting documents described in the instructions.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
UST-15	Statement of Aged Receivables A detailed accounting of aged receivables shall be provided on, or in an attachment to, UST-15.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
UST-16	Statement of Aged Post-Petition Payables A detailed accounting of aged post-petition payables shall be provided on, or in an attachment to, UST-16.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
UST-17	Other Information When applicable, attach supporting documents such as an escrow statement for the sale of real property or an auctioneer's report for property sold at auction. When changes or renewals of insurance occur, attach a copy of the new certificate of insurance or a copy of the bond.	<input type="checkbox"/>	<input checked="" type="checkbox"/>

CONTACT INFORMATION

Who is the best person to contact if the UST has questions about this report?

Name Deirdre P. Glynn Levin
Telephone 206-623-1900
Email dglynnlevin@hotmail.com

DEBTOR'S CERTIFICATION

INSTRUCTIONS: The debtor, or trustee, if appointed, must answer questions 1 and 2 and sign this financial report where indicated below. Only an officer or director has authority to sign a financial report for a corporate debtor and only a general partner has authority to sign a financial report for a partnership debtor. Debtor's counsel may not sign a financial report for the debtor.

Question 1 At month end, was the debtor delinquent on any post-petition tax obligation?

Yes ☐ No ☒
If yes, list each delinquent post-petition tax obligation on page 9.

Question 2 For purposes of calculating the debtor's obligation under 28 U.S.C. 1930(a)(6) to pay a quarterly fee to the United States Trustee, TOTAL DISBURSEMENTS this month from all sources were:

Complete page 6 to calculate TOTAL DISBURSEMENTS and enter the total here.

\$ 0.00

I certify under penalty of perjury that other information contained in this monthly financial report is complete, true, and accurate to the best of my knowledge, information, and belief.

Debtor's
signature

/s/Peter Vessenes



Date 12/17/2013

Monthly Financial Reports

(due on the 14th of the subsequent month)

Original Place of Filing:

Seattle, WA ▼	Tacoma, WA ▼
File the <u>original</u> with the court:: United States Bankruptcy Court United States Courthouse 700 Stewart Street, Suite 6301 Seattle, WA 98101	File the <u>original</u> with the court:: United States Bankruptcy Court 1717 Pacific Avenue, Suite 2100 Tacoma, WA 98402
AND serve a <u>copy</u> on each of the following:	
<ul style="list-style-type: none"> ● Each member of any committees elected or appointed pursuant to the Bankruptcy Code, and to their authorized agents. ● Debtor's counsel. 	
NOTE: If the report is electronically filed with the Court, the United States Trustee will be served automatically. There is no need to serve an additional copy on the United States Trustee.	

UST-12, COMPARATIVE BALANCE SHEET
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As of month ending ⇒		11/30/2013	
ASSETS			
Current Assets			
Cash			
Cash - Held by Others (Escrow & Attorney Trust Accounts)			
Accounts Receivable (net)	Bitcoins	129,168	
Notes Receivable			
Inventory		1,554,458	
Prepaid Expenses		15,846	
Other (attach list)	Deposits	74,400	
Total Current Assets		1,773,872	
Fixed Assets			
Real Property/Buildings			
Equipment	Deployed Systems	547,176	
Accumulated Depreciation		(364,412)	
Total Fixed Assets		182,765	
Other Assets (attach list)			
TOTAL ASSETS		1,956,636	
LIABILITIES			
Post-Petition Liabilities			
Taxes Payable			
Other Accounts Payables		261,079	
Notes Payable	-in Bitcoins	1,933,349	
Rents, Leases & Mortgages Payable			
Accrued Interest	Accrued Expenses	20,000	
Other (specify)	Bitcoins due Investors	744,455	
Total Post-Petition Liabilities		2,958,883	

(contd. on next page)

UST-12, COMPARATIVE BALANCE SHEET (contd.)

As of month ending ⇒		11/30/2013	
Pre-Petition Liabilities			
Unsecured Debt			
Priority Debt:			
Taxes			
Wages			
Deposits			
Other			
Notes Payable (Secured Debt)			
Total Pre-Petition Liabilities			
TOTAL LIABILITIES		2,958,883	
EQUITY			
Stockholders' Equity (Or Deficit)			
Capital Stock		882,417	
Paid-In Capital		500,000	
Retained Earnings		(2,384,664)	
Total Stockholders' Equity (Or Deficit)		(1,002,247)	
Partners' Investment (Or Deficit)			
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY OR PARTNERS' INVESTMENT		1,956,636	

Footnotes to balance sheet:

Please note that the preprinted accounts listed on the form's Comparative Balance Sheet were not always applicable to the active accounts for Alydian. Because of the limited space, we chose to substitute Alydian account names for the preprinted ones which we listed in the first column. i.e. Alydian does not have any Accounts Receivable, so in the row labeled Accounts Receivable (net), we relabeled it Bitcoins and used it to state the value of our current asset value of bitcoins.

UST-13, COMPARATIVE INCOME STATEMENT

For the month of ⇒		11/30/2013	
GROSS SALES			
Less: Returns and Allowances			
Net Sales		0	
Cost of Sales:			
Beginning Inventory			
Add: Purchases		0	
Less: Ending Inventory			
Cost of Goods Sold			
GROSS MARGIN		0	
Other Operating Expenses:			
Officers' Salaries	Form 1099	20,000	
Other Salaries/Direct Labor			
Employee Benefits/Payroll Taxes			
Insurance			
Rent		3,058	
General and Administrative		43,855	
NET OPERATING PROFIT (LOSS)		(66,913)	
Add: Other Income			
Less: Interest Expense			
Other Adjustments to Income (Explain)	Depreciation	(290,553)	
Gain (Loss) on Sale of Assets			
Net Profit (Loss) Before Taxes			
Income Taxes			
NET PROFIT (LOSS)		(357,466)	

Notes:

In Other Adjustments to Income, we chose to classify depreciation here. Because it is such a significant amount, we wanted to identify it separately from the G and A Expenses.


UST-14, SUMMARY OF DEPOSITS & DISBURSEMENTS

INSTRUCTIONS: BEFORE COMPLETING THIS PAGE, prepare a UST-14 CONTINUATION SHEET (see next page) for each bank account or other source of the debtor's funds. The deposit and disbursement total from each CONTINUATION SHEET will be used to complete this SUMMARY.



The debtor is responsible for providing an accurate monthly disbursement total for the purpose of calculating its obligation pursuant to 28 U.S.C. § 1930 (a)(6) to pay statutory fees to the United States Trustee. The disbursement total encompasses all payments made by the bankruptcy estate during the reporting month, whether made directly by the debtor or by another party for the debtor. It includes checks written and cash payments for inventory and equipment purchases, payroll and related taxes and expenses, other operating costs, and debt reduction. It also includes payments made pursuant to joint check arrangements and those resulting from a sale or liquidation of the debtor's assets. The only transactions normally excluded from the disbursement total are transfers within the same reporting month between multiple debtor accounts.

A fee payment is due within 30 days after the end of each calendar quarter, or on **April 30, July 31, October 31, and January 31**, respectively. Since the amount billed is an estimate, the debtor is responsible for paying the correct statutory fee based on its actual disbursements for the calendar quarter, or portion thereof the debtor was in Chapter 11. Failure to pay statutory fees to the United States Trustee is cause for conversion or dismissal of the case. A copy of the statutory fee schedule may be found attached to this report. If you have questions computing the disbursement total, contact the Bankruptcy Analyst assigned to your case at (206) 553-2000.

Summary of Deposits This Month

Deposits from UST-14 Continuation Sheet(s)	
Cash receipts not included above (if any)	
TOTAL RECEIPTS 	0

Summary of Disbursements This Month

Disbursements from UST-14 Continuation Sheet(s)	
Disbursements resulting from asset sales out of the ordinary course (see Page 13, Question 1)	
Disbursements made by other parties for the debtor (if any, explain)	
TOTAL DISBURSEMENTS 	0
NET CASH FLOW (TOTAL RECEIPTS MINUS TOTAL DISBURSEMENTS) 	0

Note: Enter the amount for TOTAL DISBURSEMENTS here and on Page 2.

At the end of this reporting month, did the debtor have any delinquent statutory fees owing to the United States Trustee? Yes ☐ No ☒ If "Yes", list each quarter that is delinquent and the amount due.

(UST-14 CONTINUATION SHEETS, with attachments, should follow this page.)

<p align="center">UST-14, CONTINUATION SHEET STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS</p>
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INSTRUCTIONS: Prepare a CONTINUATION SHEET for each bank account or other source of the debtor's funds and attach supporting documents as indicated on the checklist below.

Depository (bank) name ⇒ Account number ⇒	No Bank Accounts	
Purpose of this account (select one): <input type="checkbox"/> General operating account <input type="checkbox"/> General payroll account <input type="checkbox"/> Tax deposit account (payroll, sales, gambling, or other taxes) <input type="checkbox"/> Other (explain) _____		
Beginning cash balance		
Add:	Transfers in from other estate bank accounts	
	Cash receipts deposited to this account	
	Financing or other loaned funds (identify source)	
Total cash available this month		
Subtract:	Transfers out to other estate bank accounts	
Cash disbursements from this account (total checks written plus cash withdrawals, if any)		
Adjustments, if any (explain)		
Ending cash balance		
Does this CONTINUATION SHEET include the following supporting documents, as required:		
	Yes	No
· A monthly bank statement (or trust account statement);	<input type="checkbox"/>	<input type="checkbox"/>
· A detailed list of receipts for that account (deposit log or receipts journal);	<input type="checkbox"/>	<input type="checkbox"/>
· A detailed list of disbursements for that account (check register or disbursement journal); and,	<input type="checkbox"/>	<input type="checkbox"/>
· If applicable, a detailed list of funds received and/or disbursed by another party for the debtor.	<input type="checkbox"/>	<input type="checkbox"/>

UST-14 CONTINUATION SHEET, Number ____ of ____

UST-14, SUMMARY OF DISBURSEMENTS (contd.)
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Payments on Pre-Petition Unsecured Debt (requires court approval)

Did the debtor, or another party on behalf of the debtor, make any payments during this reporting month on pre-petition unsecured debt? Yes ☐ No ☒ If "Yes", list each payment.

Payee's name	Nature of payment	Payment date	Payment amount	Date of court approval

Payments to Attorneys and Other Professionals (requires court approval)

Did the debtor, or another party on behalf of the debtor, make any payments during this reporting month to a professional such as an attorney, accountant, realtor, appraiser, auctioneer, business consultant, or other professional person? Yes ☐ No ☒ If "Yes", list each payment.

Professional's name	Type of work performed	Payment date	Payment amount	Date of court approval

Payments to an Officer, Director, Partner, or Other Insider of The Debtor

Did the debtor, or another party on behalf of the debtor, make any payments during this reporting month to an officer, director, partner, or other insider of the debtor? Yes ☐ No ☒ If "Yes", list each payment.

Payee's name	Relationship to debtor	Payment date	Payment amount	Purpose of payment

INSTRUCTIONS: Use the last column to describe the purpose of each payment, such as gross wages or salary, reimbursement for business expenses, loan repayment, advance, draw, bonus, dividend, stock distribution, or other reason for the payment(explain).

UST-15, STATEMENT OF AGED RECEIVABLES
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INSTRUCTIONS: Complete all portions of UST-15, STATEMENT OF AGED RECEIVABLES, unless the debtor asserts the following two statements are true for this reporting month:

- 1) At the beginning of the reporting month, the debtor did not have any uncollected receivables from prior months which includes both pre-petition and post-petition accounts receivable; and,
- 2) During the reporting month, the debtor did not have any receivables activity, including the accrual of new accounts receivable, or the collection or writeoff of accounts receivable from prior months.

Check here ☒ if the debtor asserts that both statements are correct and skip to UST-16, STATEMENT OF POST-PETITION PAYABLES, on the next page.

Accounts Receivable Aging

	Balance at month end	Current portion	Past due 31-60 days	Past due 61-90 days	Past due over 90 days	Uncollectible receivables
Pre-petition receivables						
Post-petition receivables						
TOTALS						

Explain what efforts the debtor made during this reporting month to collect receivables over 60 days past due.

Does the debtor have any accounts receivable due from an officer, director, partner, or other insider of the debtor? **If yes, explain.**

Accounts Receivable Reconciliation

Closing balance from prior month	0
New accounts receivable added this month	0
Subtotal	0
Less accounts receivable collected	0
Closing balance for current month	0

UST-16, STATEMENT OF POST-PETITION PAYABLES PART A - TAXES

INSTRUCTIONS: Complete both pages of PART A - TAXES unless the debtor asserts the following statement is true for this reporting month:

At the end of this reporting month, the debtor did not have any unpaid post-petition taxes which includes both current and delinquent tax obligations.

Check here ☒ if the debtor asserts the statement is correct, and skip to PART B - OTHER PAYABLES on Page 10.

Reconciliation of Unpaid Post-Petition Taxes

Type of tax	(1) Unpaid post-petition taxes from prior reporting month	(2) Post-petition taxes accrued this month (new obligations)	(3) Post-petition tax payments made this reporting month	(4) Unpaid post-petition taxes at end of reporting month (Column 1+2-3 = 4)
Federal Taxes				
Employee withholding taxes				
FICA/Medicare--Employee				
FICA/Medicare--Employer				
Unemployment				
State Taxes				
Dept. of Revenue				
Dept. of Labor & Industries				
Empl. Security Dept.				
Other Taxes				
Local city/county				
Gambling				
Personal property				
Real property				
Other				
Total Unpaid Post-Petition Taxes				\$

UST-16, STATEMENT OF POST-PETITION PAYABLES PART A - TAXES (contd.)
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Delinquent Tax Reports and Tax Payments (post-petition only)

Taxing agency	Tax reporting period	Report due date	Payment due date	Amount due

Explain the reason for any delinquent tax reports or tax payments:

**UST-16, STATEMENT OF POST-PETITION PAYABLES
PART B - OTHER PAYABLES**

INSTRUCTIONS: Complete both pages of PART B - OTHER PAYABLES unless the debtor asserts that this statement is true for this reporting month:

Except for taxes and professional fees disclosed in PART A and PART C of this report, respectively, the debtor has no other unpaid post-petition payables from the current reporting month, or from any prior reporting months.

Check here ☐ if the debtor asserts the statement is correct, and skip to PART C - ESTIMATED PROFESSIONAL FEES on Page 12.

Reconciliation of Post-Petition Payables (excluding taxes and professional fees)

Closing balance from prior month	0
New payables added this month	261,079
Subtotal	261,079
Less payments made this month	0
Closing balance for this reporting month	\$ 261,079

Breakdown of Closing Balance by Age

Current portion	261,079
Past due 1-30 days	
Past due 31-60 days	
Past due 61-90 days	
Past due over 90 days	
Total	\$ 261,079

For accounts payable more than 30 days past due, explain why payment has not been made:

INSTRUCTIONS: List each post-petition payable delinquent more than 30 days. Alternatively, attach the debtor's accounts payable aging report if the report: 1) clearly separates pre-and post-petition accounts payable, and, 2) identifies each delinquent payable by vendor's name, invoice date, invoice amount, and payment due date.

[illegible]

UST-16, STATEMENT OF POST-PETITION PAYABLES PART C - ESTIMATED PROFESSIONAL FEES

INSTRUCTIONS: Report only post-petition professional fees and expenses. To the extent possible, use billing statements to report the actual amounts due. If billing statements are not available, use the best information available to estimate the fees and costs.

Type of professional	Amount of retainer (if applicable)	Fees and expenses from prior months	Fees and expenses added this month	Total estimated fees and expenses at month end
Debtor's counsel	\$11,046		\$28,501	\$28,501
Debtor's accountant				
Debtor's other professional (explain)				
Trustee's counsel				
Creditors' Committee Counsel				
Creditors' Committee other				
Total estimated post-petition professional fees and costs				\$ 28,501

UST-17, OTHER INFORMATION

INSTRUCTIONS: Answer each question fully and attach additional sheets if necessary to provide a complete response.

Yes No

Question 1 - Sale or Abandonment of the Debtor's Assets. Did the debtor, or another party on behalf of the debtor, sell, transfer, or otherwise dispose of any of the debtor's assets during the reporting month? Include only sales out of the ordinary course. *The debtor must attach an escrow statement for each sale of real property and an auctioneer's report for each auction.*

☐
☒

<u>Asset Description</u>	<u>Date of Court Approval</u>	<u>Method of Disposition</u>	<u>Gross Sales Price</u>	<u>Net Proceeds Received (&Date)</u>	<u>Escrow Statement or Auctioneers Report Attached?</u>
--------------------------	-------------------------------	------------------------------	--------------------------	--	---

1.

2.

3.

4.

5.

Total _____

Any disbursements made from escrow or trust accounts from the proceeds of the above transactions should also be included on the line of UST-14 entitled "Disbursements from sales out of the ordinary course."

Question 2 - Financing. During the reporting month, did the debtor receive any funds from an outside funding source?

☐
☒

<u>Date of Court Approval</u>	<u>Amount</u>	<u>Source of funds</u>	<u>Date Received</u>
-------------------------------	---------------	------------------------	----------------------

Total _____

Question 3 - Insider Loans/Capital Contributions. During the reporting month, did the debtor receive any funds from an officer, director, partner, or other insider of the debtor?

☐
☒

<u>Date of Court Approval</u>	<u>Amount</u>	<u>Source of funds</u>	<u>Date Received</u>
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Total _____

UST-17, OTHER INFORMATION

	Yes	No																								
Question 4 - Insurance and Bond Coverage. Did the debtor renew, modify, or replace any insurance policies during this reporting month? Renewals: <table border="1"> <thead> <tr> <th><u>Provider</u></th> <th><u>New Premium</u></th> <th><u>Is a Copy Attached to this Report?</u></th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> Changes: <table border="1"> <thead> <tr> <th><u>Provider</u></th> <th><u>New Premium</u></th> <th><u>Is a Copy Attached to this Report?</u></th> </tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> Were any insurance policies canceled or otherwise terminated for any reason during the reporting month? If yes, explain.	<u>Provider</u>	<u>New Premium</u>	<u>Is a Copy Attached to this Report?</u>										<u>Provider</u>	<u>New Premium</u>	<u>Is a Copy Attached to this Report?</u>										<input type="checkbox"/>	<input checked="" type="checkbox"/>
<u>Provider</u>	<u>New Premium</u>	<u>Is a Copy Attached to this Report?</u>																								
<u>Provider</u>	<u>New Premium</u>	<u>Is a Copy Attached to this Report?</u>																								
Were any claims made during this reporting month against the debtor's bond? (Answer "No" if the debtor is not required to have a bond. If yes, explain.	<input type="checkbox"/>	<input checked="" type="checkbox"/>																								
Question 5 - Personnel Changes. Complete the following: <table border="1"> <thead> <tr> <th></th> <th>Full-time</th> <th>Part-time</th> </tr> </thead> <tbody> <tr> <td>Number of employees at beginning of month</td> <td> </td> <td> </td> </tr> <tr> <td>Employees added</td> <td> </td> <td> </td> </tr> <tr> <td>Employees resigned/terminated</td> <td> </td> <td> </td> </tr> <tr> <td>Number employees at end of month</td> <td> </td> <td> </td> </tr> <tr> <td>Gross Monthly Payroll and Taxes</td> <td colspan="2">\$</td> </tr> </tbody> </table>		Full-time	Part-time	Number of employees at beginning of month			Employees added			Employees resigned/terminated			Number employees at end of month			Gross Monthly Payroll and Taxes	\$									
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Employees resigned/terminated																										
Number employees at end of month																										
Gross Monthly Payroll and Taxes	\$																									
Question 6 - Significant Events. Explain any significant new developments during the reporting month.																										
Question 7 - Case Progress. Explain what progress the debtor made during the reporting month toward confirmation of a plan of reorganization. Continued preliminary discussions concerning reorganization plan.																										

STATUTORY FEE SCHEDULE			
If the debtor's disbursements for the calendar quarter are within these amounts. . .		Then the quarterly fee due is. . .	
From	To		
-0-	\$14,999.99		\$325
\$15,000	\$74,999.99		\$650
\$75,000	\$149,999.99		\$975
\$150,000	\$224,999.99		\$1,625
\$225,000	\$299,999.99		\$1,950
\$300,000	\$999,999.99		\$4,875
\$1,000,000	\$1,999,999.99		\$6,500
\$2,000,000	\$2,999,999.99		\$9,750
\$3,000,000	\$4,999,999.99		\$10,400
\$5,000,000	\$14,999,999.99		\$13,000
\$15,000,000	\$29,999,999.99		\$20,000
\$30,000,000 or more			\$30,000

Make check payable to:	For calendar quarter ending. . .	A fee payment is due on. . .
United States Trustee	March 31	April 30
Mail quarterly fee payments to:	June 30	July 31
US Trustee Program Payment Center	September 30	October 31
PO Box 530202	December 31	January 31
Atlanta, GA 30353-0202		
Send your payment and quarterly fee payment stub <i>ONLY</i> . Any disbursement stubs, monthly operating reports, correspondence, court notices, etc., sent to the lockbox will be destroyed .		

***** NOTICE OF INTEREST ASSESSMENT *****

Pursuant to 31 U.S.C. §3717, the United States Trustee Program will begin assessing interest on unpaid Chapter 11 quarterly fees charged in accordance with 28 U.S.C. §1930(a) effective October 1, 2007. The interest rate assessed is the rate in effect as determined by the Treasury Department at the time your account becomes past due.

NOTICE

DISCLOSURE OF INTENT TO USE TAXPAYER IDENTIFYING NUMBER FOR THE PURPOSE OF COLLECTING AND REPORTING DELINQUENT QUARTERLY FEES OWED TO THE UNITED STATES TRUSTEE PURSUANT TO 28 U.S.C. § 1930(a)(6)

Please be advised that, pursuant to the Debt Collection Improvements Act of 1996, Public Law 104-134, Title III, § 31001(i)(3)(A), 110 Stat. 1321-365, codified at 31 U.S.C. § 3701, the United States Trustee intends to use the debtor's Taxpayer Identification Number ("TIN") as reported by the debtor or debtor's counsel in connection with the chapter 11 bankruptcy proceedings for the purpose of collecting and reporting on any delinquent debt, including chapter 11 quarterly fees, that are owed to the United States Trustee.

The United States Trustee will provide the debtor's TIN to the Department of Treasury for its use in attempting to collect overdue debts. Treasury may take the following steps: (1) submit the debt to the Internal Revenue Service Offset Program so that the amount owed may be deducted from any payment made by the federal government to the debtor, including but not limited to tax refunds; (2) report the delinquency to credit reporting agencies; (3) send collection notices to the debtor; (4) engage private collection agencies to collect the debt; and, (5) engage the United States Attorney's office to sue for collection. Collection costs will be added to the total amount of the debt.